

THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
Norfolk Division

R.M.S. TITANIC, INC.,  
Successor in interest to Titanic  
Ventures, limited partnership,

Plaintiff,

v.

Civil Action No.: 2:93cv902

The Wrecked and Abandoned  
Vessel, . . . believed to be  
The RMS TITANIC, in rem,

Defendant.

**TRUSTEES OF THE NATIONAL MARITIME MUSEUM RESPONSE TO  
PLAINTIFF'S OBJECTION TO NOTICE OF APPEARANCE**

COMES NOW the Trustees of the National Maritime Museum ("NMM"), by and through undersigned counsel, responding to the Objection to Notice of Appearance filed by Plaintiff R.M.S. TITANIC, Inc. ("RMST"). The Museum responds as follows:

NMM was founded by an Act of the U.K. Parliament in 1934. It is the largest and preeminent maritime museum in the world and it includes the Queen's House, the Royal Observatory, Greenwich and the clipper ship *Cutty Sark*. The collective brand name for the four sites is Royal Museums Greenwich. NMM is a statutory corporation and a charity. It is one of a select group of national museums and galleries that receives direct government funding from Parliament.

NMM is the leading custodian of the United Kingdom's maritime heritage. NMM's in-house professional conservation experts have significant experience in the preservation and conservation of maritime artifacts for the benefit of the public, now and in the future, and

NMM's standards and procedures are externally audited and accredited as such every three years.

In June 2016, RMST and certain of its affiliates (collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Middle District of Florida, Jacksonville Division (the "Bankruptcy Court") under docket number 3:16bk02230 (the "Bankruptcy"). Bankruptcy Docket 1.

On June 15, 2018, the Debtors filed a motion (the "Sale Motion") proposing to sell substantially all of the assets of the Debtors' estates, including 100% of the capital stock of RMST, to Premier Acquisition Holdings LLC (the "Stalking Horse Purchaser"), an entity formed by affiliates of Apollo Global Management, LLC and Alta Fundamental Advisers LLC, Haiping Zou, Lange Feng, Jihe Zhang, and PacBridge Capital Partners (HK) Ltd. Bankruptcy Docket 1055. The Sale Motion and the Asset Purchase Agreement attached thereto as Exhibit B require that this Court approve the sale of 100% of the capital stock of RMST to the Stalking Horse Purchase. *Id.* at ¶ 32(l). On June 29, 2018, the Debtors filed with this Court a motion to approve the Asset Purchase Agreement and authorize the sale of 100% of the capital stock of RMST to the Stalking Horse Purchaser.

On June 29, 2018, NMM, the Official Committee of Unsecured Creditors, the Board of Trustees of the National Museums and Galleries of Northern Ireland ("NMNI"), and Running Subway Productions, LLC (together, the "Museum Plan Proponents") filed a joint chapter 11 plan and disclosure statement (the "Museum Plan") in the Bankruptcy. Bankruptcy Docket 1084-1085. The Museum Plan provides, among other things, that NMM and NMNI would (x) be the Trustees of the Subject TITANIC Artifact Collection and (y) obtain all other rights and

interests of RMST with respect to the TITANIC Collections.<sup>1</sup> It is a condition precedent to the effective date of the Museum Plan that this Court approve NMM and NMNI as subsequent Trustees of the Subject TITANIC Artifact Collection and the transfer of RMST's other rights and interests with respect to the TITANIC Collections to NMM and NMNI.

The Museum Plan is supported by a variety of constituents in the Debtors' bankruptcy cases and individuals and organizations associated with the R.M.S. *Titanic*, including Dr. Robert Ballard and the National Geographic Society. It is the goal of NMM to return the TITANIC Collections home in the United Kingdom, to be held in perpetual public ownership, to be conserved and curated as an integral whole, and to be saved for posterity for public display, historical review, scientific and scholarly research and educational purposes.

RMST has filed papers in this Court referencing the Museum Plan that may have an impact on the Bankruptcy. In light of the foregoing, we submit that the notice of appearance filed with this Court was proper and that the objection to our notice of appearance be denied.

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Revised Covenants and Conditions.

TRUSTEES OF THE NATIONAL MARITIME  
MUSEUM

By: /s/ Edward J. Powers  
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**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that the foregoing pleading was electronically filed with the Court's ECF system causing ECF notification to be sent to all counsel of record.

/s/ Edward J. Powers

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